



Annual Registration Statement / Annual Report

Form 56-1 One Report

(Structured Data Report)

Nation International Edutainment Public Company Limited

Fiscal Year End 31 December 2022



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Group Structure and Operations

Group Structure and Operations

Business Overview and Policies (1.1)

Company Information (1.1.5)

Company Name : Nation International Edutainment Public Company Limited

Symbol : NINE

Address : 333 Lao Peng Nguan 1 Tower, 24th Floor, Soi Choeiphuang,
Vibhavadi-Rangsit Road, Chomphon, Chatuchak,

Province : Bangkok

Postcode : 10900

Business : (1) retail business, (2) leasing business and (3) publishing
business

Registration Number : 0107551000312

Telephone : 0-2091-5900

Fax (if applicable) : 0-2091-5928

Website : <http://www.nine.co.th>

Email : investor@nine.co.th

Total Shares Sold (shares)

Common Stock : 1,589,549,286

Preferred Stock : 0

Business Operations (1.2)

Revenue Structure (1.2.1)

By Product Line or Business Grouping*

	2020	2021	2022
Total (Thousand baht)	78,890.00	117,480.00	288,442.00
Retail (Thousand baht)	0.00	38.00	39,365.00
Book (Thousand baht)	74,160.00	96,264.00	101,657.00
Rental (Thousand baht)	0.00	0.00	105,981.00
Other income (Thousand baht)	4,730.00	21,178.00	41,439.00

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Retail (%)	0.00	0.03	13.65
Book (%)	94.00	81.94	35.24
Rental (%)	0.00	0.00	36.74
Other income (%)	6.00	18.03	14.37

By Geographical Area or Market*

	2020	2021	2022
Total (Thousand baht)	78,890.00	117,480.00	288,442.00
Domestic (Thousand baht)	78,890.00	117,480.00	288,442.00
International (Thousand baht)	0.00	0.00	0.00

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Domestic (%)	100.00	100.00	100.00

International (%)	0.00	0.00	0.00
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*Excluding the profit margins in the associated companies

Information on Products and Services (1.2.2)

Product/Service Information and Business Innovation Development (1.2.2.1)

Research and Development (R&D) Policy : No

(Unit : Thousand baht)	2020	2021	2022
R&D expenses in the past 3 years	0.00	0.00	0.00

Risk Management

Risk Management

Risk Factors (2.2)

Risk that might affect the company's business, including environmental, social and corporate governance issues (2.2.1)

Risk from Decrease in Number of BTS Commuters

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Volatility in the industry in which the company operates
- Behavior or needs of customers / consumers
- Changes in technologies

Stock Management Risk

Risk Management Measures: Yes

Related Risk Topics

Operational Risk

- Shortage or fluctuation in pricing of raw materials or productive resources
- Systems or internal control system
- Product obsolescence

Capital Management Risk

Risk Management Measures: Yes

Related Risk Topics

Financial Risk

- Insufficient sources of funding

Recruitment Risk

Risk Management Measures: Yes

Related Risk Topics

Operational Risk

- Reliance on employees in key positions
- Shortage or reliance on skilled workers
- Human error in business operations
- Safety, occupational health, and working environment
- Impact on human rights

Risk from Changes in Consumers Behavior towards Publishing Business

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Behavior or needs of customers / consumers
- Changes in technologies

Sustainable Development

Sustainable Development

Sustainability Management Policy and Targets (3.1)

Sustainability Management Policy and Targets

Corporate Sustainability Policy : No

Environmental Aspect (3.3)

Policy and Guideline on Environmental Aspect (3.3.1)

Environmental Policy and Practice : No

Results with Respect to the Environmental Aspect (3.3.2)

Greenhouse gas management

• Greenhouse gas emissions

	2020	2021	2022
GHG emission target	N/A	N/A	N/A
Scope 1 (Tons of carbon dioxide equivalents)	N/A	N/A	N/A
Scope 2 (Tons of carbon dioxide equivalents)	N/A	N/A	N/A
Scope 3 (Tons of carbon dioxide equivalents)	N/A	N/A	N/A
Total (Tons of carbon dioxide equivalents)	N/A	N/A	N/A

• Verification of greenhouse gas emissions over the past year

Third-party verification : No

Social Aspect (3.4)

Policy and Guideline on Social Aspect (3.4.1)

Human Rights Policy : Yes

Company human right guideline : Employee Rights, Non-discrimination

Results with Respect to the Social Aspect (3.4.2)

Information about employees

• Total number of employees

	2020	2021	2022
Number of male employees (persons)	17	28	57
Number of female employees (persons)	24	44	123
Total (persons)	41	72	180

• Employee remuneration

	2020	2021	2022
Employee remuneration (baht)	2,502,272.00	5,431,542.00	9,867,505.00

• Employee development and training

	2020	2021	2022
Average training hours of employees (hour / person / year)	3	1	2
Employee development and training expenses (baht)	0.00	0.00	26,100.00

• Health, safety and work environment

	2020	2021	2022
Number of employee work injuries leading to employee absence (times)	0	0	0

• **Employee retention**

	2020	2021	2022
Percentage of employees who voluntarily resigned (%)	9.76	8.33	42.22

• **Significant labor dispute**

	2020	2021	2022
Significant labor dispute	No	No	No

Corporate Governance Policy

Corporate Governance Policy

Overview of the Corporate Governance Policy and Guideline (6.1)

Corporate Governance Policy

Corporate Governance Policy : Yes

Company website on corporate governance policy : https://www.nine.co.th/wp-content/uploads/2021/11/1.2_%E0%B8%9B%E0%B8%B5-2564-%E0%B8%99%E0%B9%82%E0%B8%A2%E0%B8%9A%E0%B8%B2%

Policy and Guideline Related to the Board of Directors (6.1.1)

Policy and guideline related to the board of directors

Company policy and guideline : Nomination of Directors, Compensation, Independence of the Board of Directors, Director Development, Board Performance Evaluation, Corporate Governance of Subsidiaries and Associated Companies

Code of Conduct (6.2)

Establishing a Code of Conduct

Establishing a Code of Conduct

Code of Conduct : Yes

Policy and Guideline related to the Code of Conduct

Company policy and guideline : Preventing of Conflicts of Interest, Preventing the Misuse of Inside Information, Anti-corruption, Whistleblowing

Corporate Governance Structure
and Significant Information Regarding
the Board of Directors, Subcommittees,
Management,
Employee and Other Information

Corporate Governance Structure and Significant Information Regarding the Board of Directors, Subcommittees, Management, Employee and Other Information

Board of Directors (7.2)

Composition of the board of directors (7.2.1)

	Number of persons	Percentage (%)
Total number of directors	5	100.00
Number of male directors	4	80.00
Number of female directors	1	20.00
Number of executive directors	0	0.00
Number of non-executive directors	5	100.00
Number of independent directors	3	60.00

Information on the board of directors and persons with authority to control the company (7.2.2)

List of directors

General information	Position	Date position was assumed	Experience and expertise
1. Mr. CHAIWAT ATSAWINTARANGKUN Gender: Male Age: 70 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive, Independent director) Director type: Newly appointed director to replace ex-director	9 Aug 2022	Risk Management, Accounting, Governance/ Compliance, Strategic Management, Law, Finance, Internal Control, Audit, Corporate Management

2.	<p>Mr. STEPHEN JOSEPH CAMILLERI</p> <p>Gender: Male</p> <p>Age: 59 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Education</p> <p>Thai nationality: No</p> <p>Residing in Thailand: Yes</p>	<p>Director</p> <p>(Non-executive, Independent director)</p> <p>Director type: Original director</p>	27 Feb 2018	Human Resource Management, Strategic Management, Governance/ Compliance, Risk Management, Sustainability, Audit, Internal Control, Corporate Management
3.	<p>Mr. PHUNWARIT MARTMUANG</p> <p>Gender: Male</p> <p>Age: 50 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: Arts</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director</p> <p>(Non-executive, Independent director)</p> <p>Director type: Original director</p>	27 Feb 2018	Strategic Management, Design, Corporate Management
4.	<p>Mr. CHAN KIN TAK</p> <p>Gender: Male</p> <p>Age: 57 years old</p> <p>Highest level of education: Below a bachelor's degree</p> <p>Major: -</p> <p>Thai nationality: No</p> <p>Residing in Thailand: Yes</p>	<p>Director</p> <p>(Non-executive)</p> <p>Director type: Newly appointed director to replace ex-director</p>	22 Jun 2022	Strategic Management, Governance/ Compliance, Risk Management, Sustainability, Corporate Management
5.	<p>Mrs. CHITKASEM MOO-MING</p> <p>Gender: Female</p> <p>Age: 47 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Business Administration</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director</p> <p>(Non-executive)</p> <p>Director type: Newly appointed director to replace ex-director</p>	22 Jun 2022	Accounting, Finance, Strategic Management, Risk Management, Governance/ Compliance, Sustainability, Corporate Management, Internal Control

List of directors who resigned/vacated their position during the year

General information	Position	Tenure	Replacement Director
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1.	Mr. RASHANE LEERABANDHU Gender: Male Age: 64 years old Highest level of education: Master's degree Major: Law Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive)	Date position was assumed: 9 Apr 2021 Date directorship ended: 22 Jun 2022	Mr. CHAN KIN TAK Date position was assumed: 22 Jun 2022
2.	Mr. VORAPHOT CHANYAKOMOL Gender: Male Age: 55 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)	Date position was assumed: 27 Feb 2018 Date directorship ended: 22 Jun 2022	Mrs. CHITKASEM MOO-MING Date position was assumed: 22 Jun 2022
3.	Mrs. SUPARANAN TANVIRUCH Gender: Female Age: 56 years old Highest level of education: Master's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)	Date position was assumed: 21 Jan 2019 Date directorship ended: 23 Jun 2022	Mr. CHAIWAT ATSAWINTARANGKUN Date position was assumed: 9 Aug 2022

Other Information pertaining to committees

The Chairman is an independent director : Yes

The Chairman and the manager are the same person : No

The Chairman and the manager are members of the same family : No

The company appoints at least one independent director to determine the agenda of the Board of Directors' meetings : No

Sub-committees (7.3)

Information about sub-committees (7.3.2)

Audit Committee

List of audit committee members

General information	Position	Date position was assumed	Experience and expertise
1. Mr. CHAIWAT ATSAWINTARANGKUN [1] Gender: Male Age: 70 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director) Director type: Newly appointed director to replace ex-director	9 Aug 2022	Risk Management, Accounting, Governance/ Compliance, Strategic Management, Law, Finance, Internal Control, Audit, Corporate Management
2. Mr. STEPHEN JOSEPH CAMILLERI [1] Gender: Male Age: 59 years old Highest level of education: Master's degree Major: Education Thai nationality: No Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	27 Feb 2018	Human Resource Management, Strategic Management, Governance/ Compliance, Risk Management, Sustainability, Audit, Internal Control, Corporate Management
3. Mr. PHUNWARIT MARTMUANG Gender: Male Age: 50 years old Highest level of education: Bachelor's degree Major: Arts Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	27 Feb 2018	Strategic Management, Design, Corporate Management

[1] A director with the accounting expertise needed to review financial statements

List of audit committee who resigned/vacated their position during the year

General information	Position	Tenure	Replacement Director
1. Mrs. SUPARANAN TANVIRUCH [1] Gender: Female Age: 56 years old Highest level of education: Master's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director)	Date position was assumed: 21 Jan 2019 Date directorship ended: 9 Aug 2022	Mr. CHAIWAT ATSAWINTARANGKUN Date position was assumed: 9 Aug 2022

[1] A director with the accounting expertise needed to review financial statements

Executive Committee

List of executive committee members

General information	Position	Date position was assumed
1. Mr. Ian Craig Longden Gender: Male Age: 63 years old Highest level of education: Below a bachelor's degree Major: - Thai nationality: No Residing in Thailand: Yes	Chairman of the executive committee	22 Jun 2022
2. Mr. Yotin Thavikulwat Gender: Male Age: 54 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	22 Jun 2022

3.	Mr. Surawoot Tankarnjananurak Gender: Male Age: 54 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	22 Jun 2022
4.	Mr. Kumpol Ruaypom Gender: Male Age: 44 years old Highest level of education: Master's degree Major: Accounting and Finance Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	22 Jun 2022
5.	Ms. Napaphan Waitayin Gender: Female Age: 57 years old Highest level of education: Master's degree Major: Education Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	22 Jun 2022

List of executive committee members who resigned/vacated their position during the year

General information	Position	Tenure	Replacement Director
1. Mr. RASHANE LEERABANDHU Gender: Male Age: 64 years old Highest level of education: Master's degree Major: Law Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	Date position was assumed: 3 Mar 2020 Date directorship ended: 22 Jun 2022	Mr. CHAN KIN TAK Date position was assumed: 22 Jun 2022

2.	Mr. VORAPHOT CHANYAKOMOL	Member of the executive committee	Date position was assumed:	Mrs. CHITKASEM MOO-MING
	Gender: Male		26 Feb 2018	Date position was assumed:
	Age: 55 years old			22 Jun 2022
	Highest level of education:		Date directorship ended:	
	Master's degree			
	Major: Business Administration		22 Jun 2022	
	Thai nationality: Yes			
	Residing in Thailand: Yes			

Other sub-committees

Roles of Sub-committees

Sub-committees responsible for risk management : None

Sub-committees responsible for nomination : None

Sub-committees responsible for remuneration : None

Sub-committees responsible for corporate governance : None

Sub-committees responsible for corporate sustainability development : None

Executives (7.4)

List and positions of the executive (7.4.1)

The four highest-ranking executives

General information	Position	Date position was assumed	Experience and expertise
1. Mr. Ian Craig Longden Gender: Male Age: 63 years old Highest level of education: Below a bachelor's degree Major: -	CHIEF EXECUTIVE OFFICER	5 May 2021	Brand Management, Corporate Management, Leadership, Strategic Management
2. Mr. Yotin Thavikulwat Gender: Male Age: 54 years old Highest level of education: Master's degree Major: Business Administration	Chief Operating Officer	1 Feb 2022	Corporate Management, Strategic Management
3. Mr. Surawoot Tankarnjananurak Gender: Male Age: 54 years old Highest level of education: Master's degree Major: Business Administration	Chief Commercial Officer	18 Oct 2021	Commerce, Marketing, Procurement, Brand Management, Negotiation, Corporate Management, Strategic Management
4. Mr. Kumpol Ruaypom [1] Gender: Male Age: 44 years old Highest level of education: Master's degree Major: Accounting and Finance	Chief Financial Officer	22 Jun 2022	Economics, Accounting, Finance, Negotiation, Corporate Management, Procurement, Strategic Management, Risk Management, Audit, Budgeting
5. Ms. Thitagan Thana-Olarn Gender: Female Age: 59 years old Highest level of education: Master's degree Major: Arts, Major in translation	SVP – Business Development	1 Mar 2012	Media & Publishing

6.	Mr. Supot Polsena [2] Gender: Male Age: 50 years old Highest level of education: Master's degree Major: Finance	VP – Accounting and Finance	7 Mar 2022	Finance, Budgeting, Accounting, Data Management, Data Analysis, Statistics
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[1] Highest responsibility in accounting and finance

[2] Directly responsible for financial account supervision

Remuneration policy for executives (7.4.2 – 7.4.3)

Remuneration policy for executives

Remuneration policy for executives : Yes

Remuneration

	2020	2021	2022
Total executive remuneration (baht)	13,310,000.00	17,880,000.00	48,350,000.00

Other forms of remuneration

Employee Stock Ownership Plan (ESOP) : No

Employee Joint Investment Program (EJIP) : No

Employees (7.5)

Information about company employees

Employees

Number of male employees (persons) : 57

Number of female employees (persons) : 123

Total (persons) : 180

Employee Remuneration

Total employee remuneration : 9,867,505.00

Provident fund

Total number of employees (persons) : 180

Number of employees contributing to the PVD (persons) : 66

Percentage of employees who are members (%) : 36.67

Other Significant Information (7.6)

Other significant information

Assigned persons

- Person assigned to take direct responsibility for accounting oversight

General information	Email	Telephone
1. Ms. Juthapa Tungkawijitwat	juthapa@nine.co.th	020915918

- Company secretary

General information	Email	Telephone
1. Ms. Punapa Thongthavepphan	punapa@nine.co.th	020915911

- Head of internal audit

General information	Email	Telephone
1. Mr. Yutthapol Charoenrat	yutthapol@nine.co.th	0917168749

- Head of compliance unit

General information	Email	Telephone
1. Ms. Tamtawan Srilaemthong	tamtawan@nine.co.th	020915915

Company's auditor

Company	Names and general information of auditors	Audit fee (baht)	Other non-audit fees (baht)
1. EY OFFICE LIMITED	<p>1. Mr. Pornanan Kitjanawanchai Email: Pornanan. Kitjanawanchai@th.ey.com Telephone: 02-264-9090</p> <p>2. Mr. Supachai Phanyawattano Email: Supachai. Phanyawattano@th.ey.com Telephone: 02-264-9090</p> <p>3. Mr. Natthawut Santipet Email: Natthawut.Santipet@th. ey.com Telephone: 02-264-9090</p>	1,600,000.00	-

Performance Report on Corporate Governance

Performance Report on Corporate Governance

Summary of Director Performance (8.1)

Selection, development, and evaluation of duty performance of the Board of Directors (8.1.1)

List of new directors appointed in the past year

• List of newly appointed director to replace the ex-director

General information	Position	Date position was assumed	Experience and expertise
1. Mr. CHAIWAT ATSAWINTARANGKUN Gender: Male Age: 70 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive, Independent director) Director type: Newly appointed director to replace ex-director	Date position was assumed: 9 Aug 2022	Risk Management, Accounting, Governance/ Compliance, Strategic Management, Law, Finance, Internal Control, Audit, Corporate Management
2. Mr. CHAN KIN TAK Gender: Male Age: 57 years old Highest level of education: Below a bachelor's degree Major: - Thai nationality: No Residing in Thailand: Yes	Director (Non-executive) Director type: Newly appointed director to replace ex-director	Date position was assumed: 22 Jun 2022	Strategic Management, Governance/ Compliance, Risk Management, Sustainability, Corporate Management
3. Mrs. CHITKASEM MOO-MING Gender: Female Age: 47 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive) Director type: Newly appointed director to replace ex-director	Date position was assumed: 22 Jun 2022	Accounting, Finance, Strategic Management, Risk Management, Governance/ Compliance, Sustainability, Corporate Management, Internal Control

Development of directors over the past year

List of directors	Position	Participated in director development program
Mr. CHAIWAT ATSAWINTARANGKUN	Chairman of the board	Participating
Mr. STEPHEN JOSEPH CAMILLERI	Director	Participating
Mr. PHUNWARIT MARTMUANG	Director	Participating
Mr. CHAN KIN TAK	Director	Participating
Mrs. CHITKASEM MOO-MING	Director	Participating
Mr. RASHANE LEERABANDHU	Chairman of the board	Non-participating
Mr. VORAPHOT CHANYAKOMOL	Director	Participating
Mrs. SUPARANAN TANVIRUCH	Director	Participating

Directors' performance assessment

Method used to evaluate directors' performance : Whole-board-of-directors assessment, Individual-director assessment (self-assessment), Individual-director assessment (cross-assessment)

Meeting attendance and remuneration to each Board member (8.1.2)

Meeting attendance of the board of directors

Number of board meetings (times) : 15

Date of AGM meeting : 20 Apr 2022

EGM meeting : Yes

List of directors	Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1. Mr. CHAIWAT ATSAWINTARANGKUN (Chairman of the board)	-	4/4	Non-participating	Non-participating

2.	Mr. STEPHEN JOSEPH CAMILLERI (Director)	-	15/15	Participating	Participating
3.	Mr. PHUNWARIT MARTMUANG (Director)	-	15/15	Participating	Participating
4.	Mr. CHAN KIN TAK (Director)	-	7/7	Non-participating	Non-participating
5.	Mrs. CHITKASEM MOO-MING (Director)	-	7/7	Non-participating	Non-participating
6.	Mr. RASHANE LEERABANDHU (Chairman of the board)	22 Jun 2022	6/7	Participating	Participating
7.	Mr. VORAPHOT CHANYAKOMOL (Director)	22 Jun 2022	7/7	Participating	Participating
8.	Mrs. SUPARANAN TANVIRUCH (Director)	23 Jun 2022	8/8	Participating	Participating

Remuneration for company directors

	List of directors	Termination date	Meeting allowance (baht)	Other monetary remuneration (baht)	Other non- monetary
1.	Mr. CHAIWAT ATSAWINTARANGKUN (Chairman of the board)	-	N/A	N/A	No
2.	Mr. STEPHEN JOSEPH CAMILLERI (Director)	-	N/A	N/A	No
3.	Mr. PHUNWARIT MARTMUANG (Director)	-	N/A	N/A	No
4.	Mr. CHAN KIN TAK (Director)	-	N/A	N/A	No
5.	Mrs. CHITKASEM MOO-MING (Director)	-	N/A	N/A	No
6.	Mr. RASHANE LEERABANDHU (Chairman of the board)	22 Jun 2022	N/A	N/A	No
7.	Mr. VORAPHOT CHANYAKOMOL (Director)	22 Jun 2022	N/A	N/A	No
8.	Mrs. SUPARANAN TANVIRUCH (Director)	23 Jun 2022	N/A	N/A	No

Report on the Audit Committee's Performance for the Past Year (8.2)

Report on the audit committee's performance for the past year

Meeting attendance of audit committee

Number of Audit committee meetings (times) : 5

List of directors		Termination date	Number of the audit committee meeting
1.	Mr. CHAIWAT ATSAWINTARANGKUN (Chairman of the audit committee)	-	2/2
2.	Mr. STEPHEN JOSEPH CAMILLERI (Audit committee)	-	5/5
3.	Mr. PHUNWARIT MARTMUANG (Audit committee)	-	5/5
4.	Mrs. SUPARANAN TANVIRUCH (Chairman of the audit committee)	9 Aug 2022	3/3